

FINANCIAL SUPERVISION AUTHORITY

Current report no. 12 /2013

Date of preparing: [2013-02-26]

Short version of the Issuer name

INTERCARS

Subject

**Resolution passed by the General Assembly of Shareholders on 26.02.2013.**

Legal basis

[Article 56, passage 1, item 2 of the Public Offering Act - current information and temporary

Content of the report:

Fulfilling obligation resulting from § 38, passage 1 item 7) of the Regulation of the Minister of Finance dated 19 February 2009, on current and periodical information provided by issuers of securities, and conditions for recognition of equivalent information required by legal regulations of the state, which is not a member state (Journal of Laws No.33 item 259 of 2009), the Board of Directors of Inter Cars S.A. Makes the public the content of resolutions passed by the General Assembly of Shareholders on 26 February 2013.

Resolution no. 1

The Extraordinary General Meeting of Inter Cars S. A. based in Warsaw decides to appoint Wojciech Olewniczak to Chairman of the General Meeting.

The resolution was adopted in secret ballot, with addition that in favour of the Resolution 9,100,246 votes were cast, 9,100,246 shares from among total 14,168,100 of shares in the initial capital of the Company took part in the ballot, i.e. 54.23% of the initial capital, from among all shares taking part in the ballot valid votes were cast, i.e. total 9,100,246 valid votes, no votes against or abstaining were cast, against the Resolution no objections were filed.

Resolution no. 2

The Extraordinary General Meeting of Inter Cars S.A. based in Warsaw decides to adopt the presented agenda.

The resolution was adopted in open ballot, with addition that in favour of the Resolution 9,100,246 votes were cast, 9,100,246 shares from among total 14,168,100 of shares in the initial capital of the Company took part in the ballot, i.e. 54.23% of the initial capital, from among all shares taking part in the ballot valid votes were cast, i.e. total 9,100,246 valid votes, no votes against or abstaining were cast, against the Resolution no objections were filed.

Resolution no. 3

The Extraordinary General Assembly of Inter Cars Plc., based in Warsaw, approves a new business model of Company's operations which is presented by the Board, under which logistic part of its operations will be transferred to the entity from the Inter Cars Group. The task of a designated entity will be to perform, by itself or by means of subcontractors, integrated logistics function for Inter Cars Plc., other entities from the Inter Cars Group and for third entities. As a result, acting on the basis of Article 393, item 3, in accordance with Article 415, paragraph 1 of the Code of Commercial Companies and paragraph 16.4.5 of the Articles of Association of the Company, The Extraordinary General Assembly of Inter Cars S.A expresses its permission for selling of an organized part of Inter Cars Plc. by the Company, in the form of tangible and intangible components, including obligations, the Logistics Division, which is separated in the internal organizational structure of the Company and a separated financially, intended and capable of independently perform the economic agenda as related to any tasks in the field of logistics. The object of operations of an organized part of the company operating in the form of Logistics Division of Inter Cars Pls. is, in particular, management and coordination of processes relating to flow of goods in the country and markets

Sale of Logistics Division shall take place by making Logistics Division an in-kind contribution to the Company's shares in the increased initial capital of the Company, operating under business name of ILS Ltd., based in Kajetany, entered in the register of entrepreneurs under KRS no. 0000438899, and its only partner is Inter Cars Plc., based in Warsaw. ILS Ltd. shall continue the previous logistic activities of Logistics Division of Inter Cars Plc. by providing logistic services by itself or by means of subcontractors (in particular J&M Logistics Ltd) to Inter Cars Plc., other entities from the Group and third entities and shall receive remuneration. Execution of the resolution, and in particular, fixing the date when sale (contribution) of organized part of the company takes place, as well as performing any actual and legal activities, which may be necessary for execution of this resolution, is hereby entrusted to the Board of the Company Inter Cars Plc., based in Warsaw.

The resolution was adopted in open ballot, with addition that in favour of the Resolution 9,100,246 votes were cast, 9,100,246 shares from among total 14,168,100 of shares in the initial capital of the Company took part in the ballot, i.e. 54.23% of the initial capital, from among all shares taking part in the ballot valid votes were cast, i.e. total 9,100,246 valid votes, no votes against or abstaining were cast, against the Resolution no objections were filed.

#### Resolution no. 4

Extraordinary General Assembly of Inter Cars Plc., based in Warsaw, sets new content of paragraph 5 of the Articles of Association of , Inter Cars Plc, which is as follows: "Paragraph 5

The Company's line of business is:

- 1) WHOLESALE AND RETAIL TRADE; REPAIR OF MOTOR VEHICLES PKD 45
- 2) WHOLESALE TRADE, EXCEPT OF MOTOR VEHICLES PKD 46
- 3) CROP AND ANIMAL PRODUCTION, HUNTING AND RELATED SERVICE ACTIVITIES PKD 01.6.
- 4) MANUFACTURE OF PAPER STATIONERY PKD 17.23.Z
- 5) PRINTING AND REPRODUCTION OF RECORDED MEDIA PKD 18
- 6) MANUFACTURE OF BASIC METALS PKD 24
- 7) MANUFACTURE OF MACHINERY AND EQUIPMENT N.E.C. PKD 28
- 8) MANUFACTURE OF MOTOR VEHICLES, TRAILERS AND SEMI-TRAILERS PKD 29
- 9) MANUFACTURE OF OTHER TRANSPORT EQUIPMENT PKD 30
- 10) REPAIR AND INSTALLATION OF MACHINERY AND EQUIPMENT PKD 33
- 11) WASTE COLLECTION, TREATMENT AND DISPOSAL ACTIVITIES; MATERIALS RECOVERY PKD 38
- 12) RETAIL TRADE, EXCEPT OF MOTOR VEHICLES AND MOTORCYCLES PKD 47
- 13) LAND TRANSPORT AND TRANSPORT VIA PIPELINES PKD 49
- 14) WAREHOUSING AND SUPPORT ACTIVITIES FOR TRANSPORTATION PKD 52
- 15) PUBLISHING ACTIVITIES PKD 58
- 16) COMPUTER PROGRAMMING, CONSULTANCY AND RELATED ACTIVITIES PKD 62
- 17) INFORMATION SERVICE ACTIVITIES PKD 63
- 18) REAL ESTATE ACTIVITIES PKD 68
- 19) ACTIVITIES OF HEAD OFFICES; MANAGEMENT CONSULTANCY ACTIVITIES PKD 70
- 20) ARCHITECTURAL AND ENGINEERING ACTIVITIES; TECHNICAL TESTING AND ANALYSIS PKD 71
- 21) SCIENTIFIC RESEARCH AND DEVELOPMENT PKD 72
- 22) ADVERTISING AND MARKET RESEARCH PKD 73
- 23) OTHER PROFESSIONAL, SCIENTIFIC AND TECHNICAL ACTIVITIES PKD 74
- 24) RENTAL AND LEASING ACTIVITIES PKD 77
- 25) EMPLOYMENT ACTIVITIES PKD 78
- 26) TRAVEL AGENCY, TOUR OPERATOR AND OTHER RESERVATION SERVICE AND RELATED ACTIVITIES PKD 79
- 27) SERVICES TO BUILDINGS AND LANDSCAPE ACTIVITIES PKD 81
- 28) OFFICE ADMINISTRATIVE, OFFICE SUPPORT AND OTHER BUSINESS SUPPORT ACTIVITIES PKD 82
- 29) OTHER EDUCATION N.E.C. PKD 85.59.B
- 30) EDUCATIONAL SUPPORT ACTIVITIES PKD 85.60.Z
- 31) REPAIR OF COMPUTERS AND PERIPHERAL EQUIPMENT PKD 95.11.Z

If undertaking certain operations by the Company requires a licence or permit on the basis of separate regulations, the Company is obliged to obtain a license or permit before undertaking this activity or fulfil other of statutory requirements required for conducting certain operations."

The resolution was adopted in open ballot, with addition that in favor of the Resolution 9,100,246 votes were cast, 9,100,246 shares from among total 14,168,100 of shares in the initial capital of the Company took part in the ballot, i.e. 34.23% of the initial capital, from among all shares taking part in the ballot valid votes were cast, i.e. total 9,100,246 valid votes, no votes against or abstaining were cast, against the Resolution no objections were filed.

Resolution no. 5

Extraordinary General Assembly of Inter Cars Plc., based in Warsaw, makes the following changes:

-the content of item 2, resolution no. 5 of the Ordinary General Assembly of Inter Cars Plc. on 28.06.2012, by changing the amount of 104.339.000,00 PLN (one hundred and four million, three hundred and thirty nine thousand zlotys) to the amount of 104.338.468,99 PLN (one hundred and four million, three hundred and thirty-eight thousand, four hundred and sixty-eight zlotys and ninety nine grosz) and

-the content of the resolution no. 7 of the Ordinary General Assembly of Inter Cars Pls. dated 28.06.2012. by changing the fourth row of the amount of 104 339 000.00 PLN (one hundred and four million, three hundred and thirty-nine thousand zlotys) to the amount of 104 338 468.99 PLN (one hundred and four million, three hundred and thirty-eight thousand, four hundred sixty-eight and ninety nine grosz) and by changing the eighth row of the amount of 100 088 570.00 PLN (one hundred million, eighty-eight thousand, five hundred and seventy) to the amount of 100 088 038.89 PLN (one hundred million, eighty-eight thousand, thirty-eight zlotys and eighty-nine grosz).

The resolution was adopted in open ballot, with addition that in favour of the Resolution 9,100,246 votes were cast, 9,100,246 shares from among total 14,168,100 of shares in the initial capital of the Company took part in the ballot, i.e. 64.23% of the initial capital, from among all shares taking part in the ballot valid votes were cast, i.e. total 9,100,246 valid votes, no votes against or abstaining were cast, against the Resolution no objections were filed.

Resolution no. 6

Extraordinary General Assembly of Inter Cars Plc., based in Warsaw, hereby decides to adopt a uniform text of the Company's Articles of Association drawn up on 17 May 1999 in the presence of Andrzej Przybyła, notary public, in Warsaw, Reg. A no. 2927/99 with amendments, taking into account the change made in Resolution No. 4 included in the present minutes, which is as follows:

"THE ARTICLES"

I. POSTANOWIENIA OGÓLNE §1-

The Company operates under the name „Inter Cars” Spółka Akcyjna.

§2.

The seat of the Company is Warsaw.

§3.

1. The Company is active in the Republic of Poland and abroad.

2. The company may establish its branches, subsidiaries and plants home and abroad, as well as join other companies, cooperatives or economic organisations, as well as buy and sell shares of other companies.

§4.

The life of the Company is indefinite. II.

§5.

The Company's line of business is:

- 1) WHOLESALE AND RETAIL TRADE; REPAIR OF MOTOR VEHICLES PKD 45
- 2) WHOLESALE TRADE, EXCEPT OF MOTOR VEHICLES PKD 46
- 3) CROP AND ANIMAL PRODUCTION, HUNTING AND RELATED SERVICE ACTIVITIES PKD 01.6.
- 4) MANUFACTURE OF PAPER STATIONERY PKD 17.23.Z
- 5) PRINTING AND REPRODUCTION OF RECORDED MEDIA PKD 18
- 6) MANUFACTURE OF BASIC METALS PKD 24
- 7) MANUFACTURE OF MACHINERY AND EQUIPMENT N.E.C. PKD 28
- 8) MANUFACTURE OF MOTOR VEHICLES, TRAILERS AND SEMI-TRAILERS PKD 29
- 9) MANUFACTURE OF OTHER TRANSPORT EQUIPMENT PKD 30
- 10) REPAIR AND INSTALLATION OF MACHINERY AND EQUIPMENT PKD 33
- 11) WASTE COLLECTION, TREATMENT AND DISPOSAL ACTIVITIES; MATERIALS RECOVERY PKD 38
- 12) RETAIL TRADE, EXCEPT OF MOTOR VEHICLES AND MOTORCYCLES PKD 47
- 13) LAND TRANSPORT AND TRANSPORT VIA PIPELINES PKD 49
- 14) WAREHOUSING AND SUPPORT ACTIVITIES FOR TRANSPORTATION PKD 52
- 15) PUBLISHING ACTIVITIES PKD 58
- 16) COMPUTER PROGRAMMING, CONSULTANCY AND RELATED ACTIVITIES PKD 62
- 17) INFORMATION SERVICE ACTIVITIES PKD 63
- 18) REAL ESTATE ACTIVITIES PKD 68
- 19) ACTIVITIES OF HEAD OFFICES; MANAGEMENT CONSULTANCY ACTIVITIES PKD 70
- 20) ARCHITECTURAL AND ENGINEERING ACTIVITIES; TECHNICAL TESTING AND ANALYSIS PKD 71
- 21) SCIENTIFIC RESEARCH AND DEVELOPMENT PKD 72
- 22) ADVERTISING AND MARKET RESEARCH PKD 73
- 23) OTHER PROFESSIONAL, SCIENTIFIC AND TECHNICAL ACTIVITIES PKD 74
- 24) RENTAL AND LEASING ACTIVITIES PKD 77
- 25) EMPLOYMENT ACTIVITIES PKD 78
- 26) Travel agency, tour operator and other reservation service and related activities PKD 79

- 27) SERVICES TO BUILDINGS AND LANDSCAPE ACTIVITIES PKD 81
- 28) OFFICE ADMINISTRATIVE, OFFICE SUPPORT AND OTHER BUSINESS SUPPORT ACTIVITIES PKD 82
- 29) OTHER EDUCATION N.E.C. PKD 85.59.B
- 30) EDUCATIONAL SUPPORT ACTIVITIES PKD 85.60.Z
- 31) REPAIR OF COMPUTERS AND PERIPHERAL EQUIPMENT PKD 95.11.Z

If a licence or permit is required to undertake certain operations by the Company on the basis of separate regulations, the Company is obliged to obtain a license or permit before undertaking these operations or to fulfil other of statutory requirements required necessary to conduct given operations.

III. Share capital .§6.

1. The initial capital of the Company amounts up to 27 472 200 PLN (in words: twenty seven million, three hundred and ninety-two thousand, two hundred Polish zlotys) and is divided into no more than 13 736 100 (in words: thirteen million, seven hundred and thirty six thousand, one hundred) shares of face value of 2 (two) zlotys each, including:
  - 1) 200 000 (two hundred thousand) bearer shares series A, which are marked with numbers 000001 to 200000,
  - 2) 7 695 600 (seven million, six hundred ninety-five thousand, six hundred) bearer shares series B, marked with numbers from 00200001 to 7895600,
  - 3) 104 400 (one hundred and four thousand, four hundred) of ordinary bearer shares series C, marked with numbers from 7895601 to 8000000,
  - 4) 2.153.850 (two million, one hundred and fifty- three thousand, eight hundred fifty) bearer shares series D, marked with numbers from 8000001 to 10153850,
  - 5) 1 667 250 (one million, six hundred and sixty-seven thousand, two hundred fifty) of bearer shares series E, marked with numbers from 10153851 to 11821100,
  - 6) no more than 1 875 000 (one million, eight hundred and seventy-five thousand) of bearer shares series G, marked with numbers from 11821101 to 13696100.
2. Replacing bearer shares with registered shares is excluded.
3. The conditional initial capital of the Company totals no more than 944 000 (nine hundred forty four thousand) PLN and covers no more than 157 333 (one hundred and fifty-three seven thousand, three hundred and thirty-three) of ordinary bearer shares series F1, no more than 157.333 (one hundred and fifty seven thousand, three hundred and thirty three) of ordinary bearer shares series F2 and no more than 157 334 (one hundred and fifty seven thousand, three hundred and thirty-four) of ordinary bearer shares series F3 of face value 2.00 (two) zlotys each.

§7.

All Shareholders shall be entitled to the priority of taking up new shares in relation to the number of shares owned by the Company, unless the General Assembly will deprive Shareholders of the rights to collect new issues of shares wholly or partially. §8.

1. Shares may be redeemed through the reduction in corporate capital.
2. The manner and conditions of shares redemption is determined in each case by the resolution of the General Assembly. §9-

The founders of the Company are:

1. Krzysztof Teofil Oleksowicz,
2. Piotr Tadeusz Oleksowicz,
3. Andrzej Aleksander Oliszewski.

IV. THE COMPANY

BODIES .§ 10.

The Company bodies are:

1. Board.
2. Supervisory Board.
3. General Meeting. A BOARD.

§11.

1. The Board consists of two to nine members, who are appointed and dismissed by a resolution of the Supervisory Board, except for the original Board of Directors, which was established in the founding deed of the Company.
2. The Management Board's term of office lasts 3 (three) years, except for the original Board of Directors, whose term of office lasts 1 (one) year. Members of the Board of Directors are appointed for a period of a common term of office.
3. The Board of Directors manages the Company and represents the Company in court and outside court.
4. The scope of operation of the Board includes all matters of the Company which are not provided for in the Articles of Association or in legal regulations as competences of the General Meeting or the Supervisory Board.
5. The Board rules the Company's assets and rights, fulfilling the duties of the board with necessary carefulness needed in business operations and obeying all law regulations.
5. Resolutions of the Board of Directors are adopted with a majority of votes. In the case of equal number of votes, the vote of the President of the Board is casting vote.

The scope of rights and obligations of the Board of Directors, as well as procedures of its operation are determined by the regulations of the Board of Directors. Regulations of the Board

The Board of Directors passes regulations, which are approved by the Supervisory Board.

7. Principles of remuneration for members of the Board of Directors are determined by the Supervisory Board.

B. SUPERVISORY BOARD

§ 12.

1. The Supervisory Board contain from five to thirteen members appointed by the General Meeting.

Supervisory Board elects the Vice-Chairman.

2. The number of members of the Supervisory Board is fixed by the General Meeting. In the event of voting with separate groups, the number of members of the Supervisory Board is thirteen.

3. The Supervisory Board's term of office is 5 years. Term of office of the Supervisory Board is common for all members.

4. Supervisory Board members can be appointed for subsequent terms §13.

1. Resolutions of the Supervisory Board will be adopted with an absolute majority of votes in the presence of at least half of the members of the Supervisory Board. For validity of resolutions of the Supervisory Board it is required to invite to the meeting all members of the Board.

2. Meetings of the Supervisory Board are held at least once a quarter. Meetings are convened with a prior written notice containing information on the place, time and proposed agenda of the meeting and served to all members at least 7 (seven) days prior to the date of the meeting. Meetings of the Supervisory Board are convened by its Chairman on their own initiative or at the request of a member of the Supervisory Board.

3. Resolutions of the Supervisory Board may be made also without convening meeting - in writing or using means of direct remote communication, if all members of the Supervisory Board have been informed of the content of draft resolution and have given their consent to such voting procedure.

4. Resolution of the Supervisory Board on suspending for important reasons in activities particular members of the Board of Directors as well as resolution on appointing a member of the Board for temporary performance of functions of member of the Board of Directors is adopted with a majority of 4/5 (four fifths) of the votes, in the presence of at least 4/5 (four fifths) of the composition of the Supervisory Board.

§ 14.

1. The Supervisory Board exercises supervision over operations of the Company as provided for in the Code of Commercial Companies, this Articles of Association and in the Regulations of the Supervisory Board adopted by the General Meeting.

2. The Supervisory Board has in particular the following competence:

1) financial statements audit of the Company,

2) examination of the Board's statement and its conclusions with regard to profit share and coverage of losses, as well as submission of annual reports on their results to the General Meeting,

3) selection of the chartered auditor to perform the financial statement of the Company, on the basis of offers received by the Board,

4) appointment and dismissal of the Members of the Management Board,

5) election of the President among the members of Board of Directors, or alternatively the Vice-President of the Board of Directors,

6) concluding agreements with members of the Company's Board,

7) determination of remuneration principles for the members of the Company's Board of Directors,

8) permission to buy or sale a real estate, the right of perpetual use or share in real estate. § 15.

Members of the Supervisory Board can receive remuneration for taking part in its operations. The remuneration rate for particular members of the Supervisory Board is agreed by the General Assembly.

C. GENERAL MEETING § 16.

1. The General Assembly shall be the highest authority in the Company.

2. The General Assembly operates under the Code of Commercial Companies and order of sessions passed by itself.

3. The competence of General Assembly include matters set forth in regulations of the Code of Commercial Companies, except for the matters within competence of other bodies of the company, in accordance with the Articles of Association.

4. The following matters require resolutions of the General Meeting:

1) Any change in the Company's initial capital, as well as creation, making contribution to and spending other capitals, funds and reserves,

2) issue of replacement and priority bonds,

3) Status changes,

4) Redemption of shares,

5) sale of the company or its organised part,

6) liquidation, division, merging, termination and transformation of the Company,

7) profit distribution, coverage of losses and creation of reserve capital.

8) election and dismissal of the Supervisory Board members,

9) approval of the regulations of the Supervisory Board,

10) fixing the remuneration principles of the Supervisory Board, including the pay rates of Supervisory Board members delegated for permanent and individual performance of supervisory activities,

5. Purchase and sale of real estate, perpetual use or shares in real estate does not require the General Assembly approval.

§17.

1. The General Meeting is convened by the Board of Directors or, in cases and following the procedure determined in the Code of Commercial Companies, other entities. The General Meeting may be held in the seat of the company or in Czastków Mazowiecki (commune of Czosnów, Mazovian Province) or in Kajetany (commune of Nadarzyn, Mazovian Province). § 18.

Unless the Code of Commercial Companies or any provisions of this Articles of Association do not provide for stricter conditions, the resolutions of the General Meeting are adopted with an absolute majority of votes.

V. MANAGEMENT OF THE COMPANY.

1. The Company establishes supplementary capital on the terms specified in the Code of Commercial Companies, as well as other capitals (funds) required by the law. Pursuant to the resolution of the General Assembly, the Company may establish other reserve capitals (funds).

2. The amount of these funds, the manner of their use and their resolution is determined by the General Assembly.  
§20.

The financial year of the Company is the calendar year. §21.

The General Assembly may allocate the net profit of the Company for the purpose of:

- 1) deductions for supplementary capital,
- 2) dividend,
- 3) deductions for making contributions to other reserve or target capitals (funds) established in the Company,
- 4) for other purposes defined by a resolution of the General

Assembly. §22.

The Company's Board of Directors shall sign the agreement with the entity carrying out the audit of financial statement of the Company and selected by the Supervisory Board.

§23.

1. The Company makes announcements required by the law in the Court and Commercial Monitor".

2. The Code of Commercial Companies shall apply to any cases not regulated by the Articles of Association".

The resolution was adopted in open ballot, with addition that in favour of the Resolution 9,100,246 votes were cast, 9,100,246 shares from among total 14,168,100 of shares in the initial capital of the Company took part in the ballot, i.e. 64.23% of the initial capital, from among all shares taking part in the ballot valid votes were cast, i.e. total 9,100,246 valid votes, no votes against or abstaining were cast, against the Resolution no objections were filed.

The Chairman closed the session of Extraordinary General Assembly, as all items on the agenda were discussed.

INTER CARS SA	
(full Issuer's name)	
INTERCARS	Trade (tra)
(abbreviated name of the Issuer)	(sektor according to. GPWwW - wie classification)
02-903 Warsaw	
(postal code)	(place)
Powsińska	64
(Street)	(number)
714-19-16	714-19-18
(phone)	(fax)
bza <a href="mailto:rzadu@intercars.com.pl">rzadu@intercars.com.pl</a>	<a href="http://intercars.com.pl">intercars.com.pl</a>
(e-mail)	(www)
118-14-52-946	014992887
NIP (Tax Identification Number)	REGON (National Business Registry Number)

#### SIGNATURES OF THE REPRESENTATIVES OF THE COMPANY

Date	Full name	Position/Function	Signature
2013-02-26	Robert Kierzek	President of the Management Board	
2013-02-26	Krzysztof Soszyński	Vice President of the Management Board	